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FILED

SEP 24 1998

KEVIN B. GORDON, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

In Re:)	Chapter 11
)	
BCE WEST, L.P., <i>et al.</i> ,)	Case Nos. 98-12547
)	through 98-12570-ECF-CGC
Debtors.)	Jointly Administered
)	
EID # 38-3196719)	THIRD ORDER PURSUANT TO §
)	365(D)(4) EXTENDING TIME TO
)	ASSUME OR REJECT UNEXPIRED
)	LEASES OF NONRESIDENTIAL
)	REAL PROPERTY [DE 1156]

Upon consideration of the Third Motion to Extend Time to Assume or Reject Unexpired
Leases on Nonresidential Real Property [DE 1156] filed by the Debtors (as defined in the
Motion), and it appearing that the Court has jurisdiction to consider the matter; and it being
apparent that the relief requested by the Motion is appropriate and that cause exists under 11
U.S.C. § 365(d)(4) for granting the requested relief; and due and proper notice of the Motion
having been given; and the Court, having considered the pleadings, the evidence, and the

arguments of counsel, is of the opinion that the proposed relief requested in the Motion should be approved; it is accordingly

except as to store # 13,

ORDERED that the time within which the Debtors may assume or reject the leases of non-residential real property (not including those leases as to which this Court has already entered an order authorizing the rejection) is extended to and including December 31, 1999, upon the following conditions:

1. **Timely Performance of Postpetition Obligations.** Debtors shall timely perform all postpetition obligations under the respective leases unless and until rejected by order of this Court.

2. **Notice of Default.** In the event a lessor believes a Debtor is in default of a postpetition obligation, the lessor shall serve notice of such default, by regular U.S. Mail upon the following, each of whom shall be deemed to have received such notice three (3) days after mailing:

a) the respective Debtor:

Mike Daigle
Boston Chicken
14123 Denver West Parkway
Golden, CO 80401-4086

b) Debtor's counsel:

H. Rey Stroube, III
AKIN, GUMP, STRAUSS, HAUER & FELD, LLP
711 Louisiana, Suite 1900
Houston, TX 77002

-and-

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1
2 c) counsel for the Official Unsecured Creditors' Committee:

3 Richard Casher
4 BINGHAM DANA LLP
5 One State Street
6 Hartford, CT 06103-3178

7 -and-

8 Donald L. Gaffney
9 SNELL & WILMER L.L.P.
10 One Arizona Center
11 Phoenix, AZ 85004-0001

12 d) counsel for the 1996 Lenders:

13 Larry Nyhan
14 SIDLEY & AUSTIN
15 One First National Plaza
16 Chicago, IL 60603

17 -and-

18 John J. Fries
19 RYLEY, CARLOCK & APPLEWHITE
20 101 N. 1st Avenue, Suite 2700
21 Phoenix, AZ 85003

22 e) counsel for the 1995 Lenders:

23 Richard S. Toder
24 ZALKIN, RODIN & GOODMAN, LLP
25 750 Third Avenue
26 New York, NY 10017-2771

-and-

Alisa C. Lacey
OSBORN MALEDON, P.A.
2929 N. Central Avenue, Suite 2100
Phoenix, AZ 85012-2798

3. **Uniform Cure Periods** Notwithstanding any provision of the respective lease or
state law to the contrary, Debtors shall have ten (10) days after receipt of such notice of default to

1 cure any monetary default, and thirty (30) days after receipt of such notice of default to cure any
2 nonmonetary default.

3 4. **Certification of Default, Deemed Rejection and Stay Relief.** In the event the
4 Debtor does not timely cure such default, the lessor may file with the Court and serve on the
5 parties identified above a certification of default, notice, and failure to cure. Upon such filing the
6 lease shall be deemed rejected and the automatic stay shall be lifted to permit the lessor to obtain
7 possession of and relet the premises, without further order of this Court.

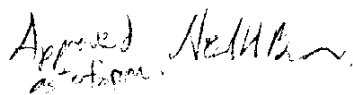
9 5. **Further Extensions.** This order is without prejudice to the Debtors' right to move
10 for additional extension(s) of time to assume or reject nonresidential leases upon a showing of
11 explicit cause.

12 6. **Reductions.** This order is without prejudice to any lessor's right to move for a
13 reduction or limitation of the deadline to assume or reject a nonresidential lease upon a showing
14 of unique circumstances concerning that lessor or that lease.
15

16 DATED: September 24, 1999.

17 7. The objection of DOTO Limited Partnership as
18 to store # 13 is continued to October 18 at 10:00 a.m.

19 
20 CHARLES G. CASE, II
21 UNITED STATES BANKRUPTCY JUDGE

22 Approved:  counsel for DOTO Limited Partnership.
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